

Genius Brands International, Inc.  
Form SC 13G  
February 16, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. \_\_)

GENIUS BRANDS INTERNATIONAL, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

37229T103

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed: Rule 13d-1(c)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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NAMES OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1.

Brio Capital Master Fund Ltd.  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP:

2.

(a)

(b)  
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

Cayman Islands  
SOLE VOTING POWER

5.

NUMBER OF  
SHARES 683,450 Common Stock  
SHARED VOTING POWER

BENEFICIALLY<sup>6.</sup>

OWNED BY None  
SOLE DISPOSITIVE POWER

EACH

7.

REPORTING  
PERSON WITH 683,450 shares of Common Stock  
SHARED DISPOSITIVE POWER

8.

None

9.

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

683,450 shares of Common Stock  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10.

Excludes shares issuable upon  
conversion and/or exercise of Brio  
Capital Master Fund Ltd.'s securities  
which are subject to a 4.99% blocker.  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11.

6.12%  
TYPE OF REPORTING PERSON

12.

CO

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ITEM 1 (a) NAME OF ISSUER: Genius Brands International, Inc.

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

301 North Canon Drive, Suite 305, Beverly Hills, CA 90210

ITEM 2 (a) NAME OF PERSON FILING: Brio Capital Master Fund Ltd.

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Brio Capital Management LLC, 100 Merrick Road, Suite 401W, Rockville Centre, NY 11570

ITEM 2 (c) CITIZENSHIP: Cayman Islands

ITEM 2 (d) TITLE OF CLASS OF SECURITIES: Common Stock, \$0.001 par value

ITEM 2 (e) CUSIP NUMBER: 37229T103

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B): Not applicable

ITEM 4 OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED: 683,450 Shares of Common Stock

(b) PERCENT OF CLASS: 6.12%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR DIRECT THE VOTE

683,450 Shares

(ii) SHARED POWER TO VOTE OR DIRECT THE VOTE

0 Shares

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

683,450 Shares

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

0 Shares

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ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2016  
(Date)

/s/ Shaye Hirsch  
(Signature)

Shaye Hirsch, Director  
(Name/Title)